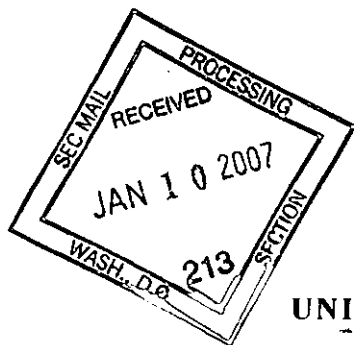


## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number SEC 1972 (6/02)



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average burden hours per response	1

**FORM D**  
**NOTICE OF SALE OF SECURITIES**  
**PURSUANT TO REGULATION D,**  
**SECTION 4(6), AND/OR**  
**UNIFORM LIMITED OFFERING EXEMPTION**



Name of Offering ( ☐ check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE  
Type of Filing: ☐ New Filing ☒ Amendment

## A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

Name of Issuer ( ☐ check if this is an amendment and name has changed, and indicate change.)

TD Park City 5 Well, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code)

18281 Lemon Drive, Yorba Linda, CA 92886

Address of Principal Business Operations (Number and Street, City, State, Zip Code)  
(if different from Executive Offices)

Telephone Number (Including Area Code)

(714) 779-9897

Telephone Number (Including Area Code)

Brief Description of Business

Participation, in a non-operating capacity, in the drilling, completion, and management of oil and gas wells.

Type of Business Organization

☐ corporation

☒ limited partnership, already formed

☐ business trust

☐ limited partnership, to be formed

☐ other (please specify): THOMSON FINANCIAL

Month Year

Actual or Estimated Date of Incorporation or Organization:

1 0

0 4

☒ Actual

☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

☐ C ☐ A

## GENERAL INSTRUCTIONS

## Federal:

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

*When to File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

PROCESSED

MF JAN 19 2007

# A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☒ General and/or Managing Partner

Full Name (Last name first, if individual)

TD and Associates, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

18281 Lemon Drive, Yorba Linda, CA 92886

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Timpe, Dennis

Business or Residence Address (Number and Street, City, State, Zip Code)

18281 Lemon Drive, Yorba Linda, CA 92886

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## A. BASIC IDENTIFICATION DATA

### FORM D

**Issuer: TD Park City 5 Well, L.P.**

#### General Partners

John E. Austin  
763 Holly Oak Dr.  
Palo Alto, CA 94303

Jim Allgood  
8665 N. Hull Ave. Y  
Kansas City, MO 64154

Roger Bonk  
26977 Fonda  
Madera, CA 93638

James DiCarlo  
P.O. Box 460550  
San Francisco, CA 94146

Alfred Dennis Alleman  
619 Summit Ridge Dr.  
The Dalles, OR 97058

Charles A. Hickmann  
1830 Werner Drive  
Alva, FL 33920

Duane Anderson  
1605 Sandalwood St.  
Costa Mesa, CA 92626

Early G. Brackin and Barbara M.  
Brackin Trust  
P.O. Box 132  
Marianna, FL 32447

Kurt Lodes  
223 1/2 34<sup>th</sup> St.  
Newport Beach, CA 92663

Roger Daily  
911 Fulton Ave.  
Winthrop Harbor, IL 60096

Harold Carder, Jr.  
42 Government Ave.  
Valparaiso, FL 32580

Linda Sharp  
524 Monrovia Ave.  
Long Beach, CA 90814

Herbert and Judith Libby  
160 Mian Road  
Abbot, Maine 04406

Gary Lee  
866 Mountridge Ct.  
Las Vegas, NV 89110

Gwendolyn Muller Trust  
P.O. Box 383  
Louisville, CO 80027

Wayman May  
1564 Kinsey Road  
Dothan, AL 36303

Gerald Stalick  
3010 Meadow Dr.  
Casper, WY 82604

James Peugh  
1147 Hymettus Ave.  
Encinitas, CA 92024

Michael and Rhona Stein  
12120 Velvet Hill Drive  
Owings Mills, MD 21117

Bruce Rucker  
P.O. Box 336  
Mecca, CA 92254

James Berrier  
2173 Estevez Drive  
Lady Lake, FL 32159

Robert Becker  
850 E. Thompson St.  
Princeton, IL 61356

Harold and Lois Miles  
57869 Fort Rock Road  
Silver Lake, OR 97638

Rosemary Berntson  
48 Oriole Ave.  
Providence, RI 02906

Brandon Cole  
1219 W. Industrial Dr.  
Nampa, ID 83687

David McLeod  
650 Montgomery Ln.  
Port Ludlow, WA 98365

WG Pluekhahn  
9328 W. Pebble Brook Ln.  
Boise, ID 83714

Bruce Kloster  
5659 Beechtree Dr.  
West Des Moines, IA 50266

John and Shirley Straubhar  
5197 E. Softwood Dr.  
Boise, ID 83716

Paul Homan  
HC 75, Box 36  
New Creek, WV 26743

Hugh and Sonia Callahan  
1072 Park Ln.  
Piedmont, CA 94610

Todd and Linda Duncan  
214 West Summit Street  
Wilton, IA 52778

Chamerton Crossroads, LLC  
3824 Sherwood Circle  
Gastonia, NC 28056

Marion Ayler  
512 S. Autumn Lane  
Pueblo West, CO 81007

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..... Yes ☒ No ☐
- Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$ 9,750
3. Does the offering permit joint ownership of a single unit? ..... Yes ☒ No ☐
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....

☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....

☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....

☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ .....	\$ .....
Equity .....	\$ .....	\$ .....
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ .....	\$ .....
Partnership Interests .....	\$ 487,500	\$ 477,750
Other (Specify .....) .....	\$ .....	\$ .....
Total .....	\$ .....	\$ .....

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	31	\$ 399,750
Non-accredited Investors .....	7	\$ 78,000
Total (for filings under Rule 504 only) .....		\$ .....

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ .....
Regulation A .....	_____	\$ .....
Rule 504 .....	_____	\$ .....
Total .....	_____	\$ .....

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ .....
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ .....
Legal Fees .....	<input checked="" type="checkbox"/>	\$ 20,000
Accounting Fees .....	<input checked="" type="checkbox"/>	\$ 5,000
Engineering Fees .....	<input type="checkbox"/>	\$ .....
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ .....
Other Expenses (identify) .....	<input type="checkbox"/>	\$ .....
Total .....	<input checked="" type="checkbox"/>	\$ 25,000

### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." .....

\$ 462,500

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Payments to  
Officers,  
Directors, &  
Affiliates

Payments To  
Others

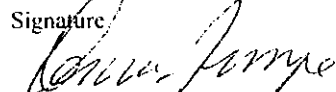
Salaries and fees .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Purchase of real estate .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Repayment of indebtedness .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Working capital .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Other (specify): <u>Drill and complete wells</u> .....	<input type="checkbox"/> \$ .....	<input checked="" type="checkbox"/> \$ 368,100
<hr/>		
<u>Management Fees</u> .....	<input checked="" type="checkbox"/> \$ 119,400	<input type="checkbox"/> \$ .....
Column Totals .....	<input checked="" type="checkbox"/> \$ 119,400	<input checked="" type="checkbox"/> \$ 368,100
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$ 487,500	

### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)  
TD Park City 5 Well, L.P.

Name of Signer (Print or Type)  
Dennis Timpe

Signature  
  
Title of Signer (Print or Type)  
President of TD and Associates, Inc.,  
Managing General Partner of Issuer

Date  
December 18, 2006

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**